

## **Exhibit 2**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

IN RE: NEW ENGLAND COMPOUNDING )  
PHARMACY CASES )  
This document relates to: )  
1:14-CV-12941-RWZ )  
PATRICIA S. BROWN, JOHN D. SPICER, )  
AND JENAE S. PATSELL, EXECUTORS )  
OF THE ESTATE OF LOUISE B. SPICER, )  
DECEASED, )  
*Plaintiff,* )  
v. )  
INSIGHT HEALTH CORP., )  
JOHN M. MATHIS, M.D., )  
ROBERT F. O'BRIEN, M.D., )  
AND )  
IMAGE GUIDED PAIN MANAGEMENT, )  
P.C., )  
*Defendants.* )

AGREEMENT AS TO DISTRIBUTION OF NET SETTLEMENT PROCEEDS

This Agreement as to Distribution of Net Settlement Proceeds ("Agreement") is made  
and entered into this 7<sup>th</sup> day of September 2016, by and between Patricia S. Brown,  
John D. Spicer and Jenae S. Patsell.

1. We, Patricia S. Brown, John D. Spicer and Jenae S. Patsell, are the only statutory beneficiaries of Louise B. Spicer, deceased, pursuant to Virginia Code § 8.01-53 (the “Statutory Beneficiaries”). Specifically, we are the only children of Louise B. Spicer, deceased.

The Insight Imaging Virginia Litigation:

2. We are aware of the facts and circumstances of the lawsuit last pending in the United States District Court for the District of Massachusetts styled *Patricia S. Brown, John D. Spicer and Jenae S. Patsell, Executors of the Estate of Louise B. Spicer, deceased v. Insight Health Corp., Image Guided Pain Management, P.C., Robert F. O'Brien, M.D. and John M. Mathis, M.D.*, Case No. 1:14-12941-RWZ. We executed a settlement agreement in 2015, resolving those claims (the “Settlement Agreement”). We are aware that the Settlement Agreement has been approved and confirmed as part of the Third Amended Joint Chapter 11 Plan of New England Compounding Pharmacy, Inc.(the “Plan”) as well as by order of the District Court of Massachusetts [ECF No. 2110].

3. We are aware that the gross amount of approximately **\$ 685,445.95** has been awarded to us collectively under the First Amended Insight Claims Resolution Facility Procedures (“ICRF”). Additional de minimus distributions may be approved in the future, and this agreement and the allocations herein will apply to such future payments as well.

The NECC National Fund

4. We are aware that an additional gross amount of **\$ 120,176.93** has been awarded to us collectively as an initial payment from the National Settlement Administrator, pursuant to Section VIII of the Claims Resolution Facility Procedures. We are aware that additional payments may be approved in the future, and this agreement and the allocations herein will apply to such future payments as well.

5. We are aware that the gross amount combining the Award under the ICRF and the Initial NECC Award totals \$ 805,622.88 (the “Current Gross Award”).

6. We are aware that attorney’s fees are 40% and total \$322,249.15 on the Current Gross Award; and we are aware that the costs/expenses are approximately \$12,037, resulting in an adjusted current gross award of \$ 470,135.89 (“Adjusted Current Gross Award”). We are aware that Medicare lien amounts must also be satisfied from the Adjusted Current Gross Award, and the current amount of such lien is unknown.

7. We are aware that, pursuant to Virginia Code § 8.01-53, we are the only individuals who are potentially able to receive a portion of the Net Settlement.

8. We have reached an agreement as to the distribution of the Net Settlement and ask that the net recovery after payment of attorneys’ fees, expenses, and any applicable liens, should be distributed evenly among us as follows:

Patricia S. Brown - 33.3333 %

John D. Spicer - 33.3333 %

Jenae S. Patsell - 33.3333 %

9. We ask that the Court approve the settlement and the distribution thereof under the terms reflected herein, subject to the payment of any valid and legally enforceable liens. Our notarized signatures below are evidence of this approval.

10. We waive notice and participation in any approval hearing by the Court.

11. We agree that this Agreement may be signed in counterparts, and is governed by Virginia law.

Patricia S. Brown  
Patricia S. Brown

STATE OF VIRGINIA )

(CITY COUNTY OF Roanoke) to-wit:

Subscribed and sworn to before me, the undersigned Notary Public, this 6<sup>th</sup> day of  
September, 2016, by Patricia S. Brown.



Rebecca C. Lugar  
Notary Public

My Commission expires: April 30, 2020  
Registration No.: 226073

John D. Spicer  
John D. Spicer

STATE OF VIRGINIA )  
CITY/COUNTY OF Roanoke ) to-wit:

Subscribed and sworn to before me, the undersigned Notary Public, this 7<sup>th</sup> day of  
September, 2016, by John D. Spicer.

Sharon H. Thompson  
Notary Public

My Commission expires: 9/30/17.

Registration No.: 227852.



Jenae S. Patsell  
Jenae S. Patsell

STATE OF VIRGINIA )

CITY/COUNTY OF Roanoke) to-wit:

Subscribed and sworn to before me, the undersigned Notary Public, this 1<sup>st</sup> day of  
September, 2016, by Jenae S. Patsell.

Lindsey Wray McClure  
Notary Public

My Commission expires: 04/30/2019.

Registration No.: 7505251.

